

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

November 24, 1992

RECORDATION NO

16740-A
FILED 1125

NOV 25 1992-3 30 PM

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, DC 20423

RE: Lease of Railroad Equipment dated as of January 1, 1989 ("Lease")
between Helm Financial Corporation and Tradewater Railway Company

Dear Ms. Lee:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully executed originals of Amendment No. 1 dated September 29, 1992 to the Lease ("Amendment No. 1") between Helm Financial Corporation and Tradewater Railway Company.

In connection with the recording of Amendment No. 1, please note the following information:

Name and Address of Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3500
San Francisco, CA 94111

Name and Address of Lessee: Tradewater Railway Company
124 North Monroe Street
Sturgis, KY 42459

Equipment: One Hundred, Sixty (160) Steel Quad Hopper
Railcars (See Schedule A.1. Annex B. and Annex
C. for Car Numbers)

Previous ICC Filing: Lease filed on January 24, 1989, Recordation No.
16740.

Please file Amendment No. 1 under the next available recordation number. The filing fee of sixteen dollars (\$16.00) is included in the enclosed check.

Sincerely,


Maureen Krieg
Contract Administrator

mek
Enclosures (2)

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AMENDMENT NO. 1

INTERSTATE COMMERCE COMMISSION

THIS AMENDMENT NO. 1 (the "Amendment") to the Lease of Railroad Equipment dated as of January 1, 1989 (the "Lease") between HELM FINANCIAL CORPORATION (the "Lessor") and TRADEWATER RAILWAY COMPANY (the "Lessee") is made as of September 29, 1992 between Lessor and Lessee.

R E C I T A L S :

- A. Lessor and Lessee are parties to the Lease pursuant to which one hundred sixty (160), 100-ton, four-pocket, open top coal hopper railcars bearing reporting marks and numbers from within the series TWRY 40133-40385 (the "Units") were leased and delivered by Lessor to Lessee.
- B. The Unit marked TWRY 40289 was destroyed on May 31, 1990 and the three (3) Units marked TWRY 40293, 40356 and 40360 were destroyed on June 21, 1991 ("Destroyed Units").
- C. Lessor and Lessee desire to terminate the Lease for the sixty-five (65) Units described in Annex C attached hereto ("Terminated Unit(s)").
- D. The parties desire to replace the Destroyed Units and the Terminated Units by adding to the Lease the sixty-nine (69), steel quad hopper railcars described in Annex A.1. attached hereto ("Replacement Unit(s)").

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained, the parties agree to amend the Lease as follows:

- 1. All terms defined in the Lease shall have the meanings defined therein when used in this Amendment.
- 2. This Amendment shall become effective on the date of its full execution by both parties.
- 3. Lessor shall deliver to Lessee each Replacement Unit pursuant to the provisions of Section 1 of the Lease, and the term of the Lease for each Replacement Unit shall commence on the date such Replacement Unit is accepted by Lessee ("Date of Acceptance") at the Acceptance Point (as defined in Section 1 of the Lease) and shall continue for all Replacement Units
- 4. Lessee shall return to Lessor each Terminated Unit pursuant to the return provisions of Sections 9 and 11 of the Lease, and beginning with the Date of Acceptance for the first Replacement Unit and ending on the Date of Acceptance for the sixty-fifth Replacement Unit, the term of the Lease shall

terminate for each one (1) Terminated Unit on the Date of Acceptance of each one (1) Replacement Unit.

5. Acceptance of each Replacement Unit by Lessee shall be evidenced by a **"Certificate of Acceptance"** in the form set forth in Annex B attached hereto, the execution of which shall constitute conclusive evidence of delivery and acceptance of the Replacement Units therein identified.
6. The termination of the Lease for each Terminated Unit shall be evidenced by a **"Certificate of Termination"** in the form set forth in Annex C attached hereto, the execution of which shall constitute conclusive evidence of termination of the Lease for the Terminated Units therein identified.
7. Effective on the Date of Acceptance of the last Replacement Car, Annex A to the Lease is hereby replaced by Annex A.1., and wherever Annex A appears in the Lease is shall mean Annex A.1.
8. Except as expressly modified by this Amendment, all terms and provisions of the Lease shall remain in full force and effect.
9. This Amendment may be executed by the parties hereto in any number of counterparts, and all said counterparts taken together shall be deemed to constitute one and the same instrument.

IN WITNESS THEREOF, the Lessor and Lessee each pursuant to due authority have caused these presents to be signed in their respective corporate names.

HELM FINANCIAL CORPORATION

TRADEWATER RAILWAY COMPANY

By: 

By: 

Title: President

Title: PRESIDENT

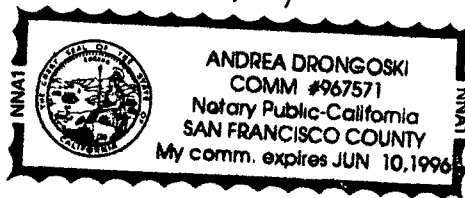
STATE OF CALIFORNIA)
) S
COUNTY OF SAN FRANCISCO)

On this 29 day of September, 1992, before me personally appeared Richard C. Kitchner, to me personally known, who, being by me duly sworn, says that he is President of **HELM FINANCIAL CORPORATION**, that said instrument was signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Andrea Drongoski
Notary Public

My Commission Expires: 6/10/96

[Notarial Seal]



COMMONWEALTH OF KENTUCKY)
) S
COUNTY OF UNION)

On this 27th day of August, 1992, before me personally appeared P. Ron Siler, to me personally known, who, being by me duly sworn, says that he is President of **TRADEWATER RAILWAY COMPANY**, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Melanie E Wasson
Notary Public

My Commission Expires: September 25, 1992

[Notarial Seal]

ANNEX A.1.

to the

Lease of Railroad Equipment dated as of January 1, 1989

Equipment Description:

Ninety-one (91), 3,600 cubic foot, 100-ton capacity, roller bearing, four-pocket, 45 degree slope sheet, open top coal hopper railcars built by Greenville Steel Car circa 1975-76.

Equipment Numbers:

TWRY	40134	TWRY	40248	TWRY	40319	TWRY	40349
TWRY	40135	TWRY	40269	TWRY	40321	TWRY	40353
TWRY	40143	TWRY	40271	TWRY	40322	TWRY	40255 40355
TWRY	40164	TWRY	40274	TWRY	40323	TWRY	40358
TWRY	40169	TWRY	40275	TWRY	40324	TWRY	40361
TWRY	40170	TWRY	40276	TWRY	40326	TWRY	40362
TWRY	40171	TWRY	40277	TWRY	40327	TWRY	40363
TWRY	40198	TWRY	40279	TWRY	40328	TWRY	40364
TWRY	40209	TWRY	40287	TWRY	40329	TWRY	40365
TWRY	40210	TWRY	40290	TWRY	40331	TWRY	40366
TWRY	40212	TWRY	40296	TWRY	40332	TWRY	40369
TWRY	40213	TWRY	40299	TWRY	40333	TWRY	40371
TWRY	40214	TWRY	40301	TWRY	40334	TWRY	40372
TWRY	40217	TWRY	40302	TWRY	40335	TWRY	40376
TWRY	40218	TWRY	40304	TWRY	40336	TWRY	40377
TWRY	40226	TWRY	40305	TWRY	40337	TWRY	40378
TWRY	40231	TWRY	40306	TWRY	40339	TWRY	40379
TWRY	40236	TWRY	40308	TWRY	40341	TWRY	40380
TWRY	40243	TWRY	40312	TWRY	40343	TWRY	40381
TWRY	40244	TWRY	40314	TWRY	40344	TWRY	40382
TWRY	40245	TWRY	40316	TWRY	40346	TWRY	40384
TWRY	40246	TWRY	40317	TWRY	40347	TWRY	40385
TWRY	40247	TWRY	40318	TWRY	40348		

Equipment Description:

Sixty-nine (69), 3,350 cubic foot, 100-ton capacity, roller bearing, four-pocket, bottom dump, steel quad hopper railcars manufactured by Bethlehem Steel in 1976.

Equipment Numbers:

TWRY	343057	TWRY	343106	TWRY	343161	TWRY	343199
TWRY	343074	TWRY	343109	TWRY	343165	TWRY	343207
TWRY	343076	TWRY	343115	TWRY	343166	TWRY	343209
TWRY	343080	TWRY	343117	TWRY	343174	TWRY	343211
TWRY	343081	TWRY	343122	TWRY	343185	TWRY	343219
TWRY	343094	TWRY	343126	TWRY	343192	TWRY	343221
TWRY	343100	TWRY	343139	TWRY	343193	TWRY	343224
TWRY	343104	TWRY	343150	TWRY	343194	TWRY	343228

ANNEX A.1. - Continued

to the

Lease of Railroad Equipment dated as of January 1, 1989

Equipment Description:

Sixty-nine (69), 3,350 cubic foot, 100-ton capacity, roller bearing, four-pocket, bottom dump, steel quad hopper railcars manufactured by Bethlehem Steel in 1976.

Equipment Numbers:

TWRY 343230	TWRY 343281	TWRY 343348	TWRY 343415
TWRY 343233	TWRY 343285	* TWRY 343351	TWRY 343418
TWRY 343234	TWRY 343286	TWRY 343353	TWRY 343436
TWRY 343239	TWRY 343288	TWRY 343358	TWRY 343441
TWRY 343240	TWRY 343293	TWRY 343365	TWRY 343456
TWRY 343245	TWRY 343294	TWRY 343373	TWRY 343457
TWRY 343251	TWRY 343296	TWRY 343391	TWRY 343486
TWRY 343260	* TWRY 343314	TWRY 343398	
TWRY 343264	TWRY 343340	TWRY 343400	
TWRY 343277	TWRY 343342	TWRY 343402	

* CARS THAT HAVE NOT BEEN RECEIVED.



ANNEX B

CERTIFICATE OF ACCEPTANCE

The undersigned, a duly authorized representative of **TRADEWATER RAILWAY COMPANY** (the "**Lessee**"), does hereby certify that he has caused to be inspected and, on the date set out below, has accepted on behalf of the Lessee the following described Units of equipment, which Units are in good order, condition and repair and conform in all respects to the terms, provisions, requirements and standards of the certain Lease of Railroad Equipment dated as of January 1, 1989 between Helm Financial Corporation and Lessee.

Equipment Description:

Sixty-nine (69), 3,350 cubic foot, 100-ton capacity, roller bearing, four-pocket, bottom dump, steel quad hopper railcars manufactured by Bethlehem Steel in 1976.

<u>Equipment Numbers</u>	<u>Date of Acceptance</u>	<u>Equipment Numbers</u>	<u>Date of Acceptance</u>
TWRY 343057		TWRY 343233	
TWRY 343074		TWRY 343234	
TWRY 343076		TWRY 343239	
TWRY 343080		TWRY 343240	
TWRY 343081		TWRY 343245	
TWRY 343094		TWRY 343251	
TWRY 343100		TWRY 343260	
TWRY 343104		TWRY 343264	
TWRY 343106		TWRY 343277	
TWRY 343109		TWRY 343281	
TWRY 343115		TWRY 343285	
TWRY 343117		TWRY 343286	
TWRY 343122		TWRY 343288	
TWRY 343126		TWRY 343293	
TWRY 343139		TWRY 343294	
TWRY 343150		TWRY 343296	
TWRY 343161		TWRY 343314	
TWRY 343165		TWRY 343340	
TWRY 343166		TWRY 343342	
TWRY 343174		TWRY 343348	
TWRY 343185		TWRY 343351	
TWRY 343192		TWRY 343353	
TWRY 343193		TWRY 343358	
TWRY 343194		TWRY 343365	
TWRY 343199		TWRY 343373	
TWRY 343207		TWRY 343391	
TWRY 343209		TWRY 343398	
TWRY 343211		TWRY 343400	
TWRY 343219		TWRY 343402	
TWRY 343221		TWRY 343415	
TWRY 343224		TWRY 343418	
TWRY 343228		TWRY 343436	
TWRY 343230		TWRY 343441	

HAVE NOT BEEN
RECEIVED

ANNEX B

CERTIFICATE OF ACCEPTANCE - Continued

Equipment Description:

Sixty-nine (69), 3,350 cubic foot, 100-ton capacity, roller bearing, four-pocket, bottom dump, steel quad hopper railcars manufactured by Bethlehem Steel in 1976.

<u>Equipment Numbers</u>	<u>Date of Acceptance</u>	<u>Equipment Numbers</u>	<u>Date of Acceptance</u>
TWRY 343456			
TWRY 343457			
TWRY 343486			

Date of Acceptance 8/27/92 EXCEPT AS NOTED.

Michael H. Wheatley
Authorized Representative

ANNEX C

CERTIFICATE OF TERMINATION

Equipment Description:

Sixty-five (65), 3,600 cubic foot, 100-ton capacity, roller bearing, four-pocket, 45 degree slope sheet, open top coal hopper railcars built by Greenville Steel Car circa 1975-76.

<u>Equipment Numbers</u>	<u>Date of Termination</u>	<u>Equipment Numbers</u>	<u>Date of Termination</u>
TWRY 40133	2/27/92	TWRY 40291	2/27/92
TWRY 40136		TWRY 40292	
TWRY 40137		TWRY 40294	
TWRY 40141		TWRY 40295	
TWRY 40142		TWRY 40297	
TWRY 40144		TWRY 40298	
TWRY 40145		TWRY 40300	
TWRY 40146		TWRY 40303	
TWRY 40147		TWRY 40307	
TWRY 40168		TWRY 40309	
TWRY 40211		TWRY 40310	
TWRY 40215		TWRY 40311	
TWRY 40216		TWRY 40313	
TWRY 40227		TWRY 40315	
TWRY 40237		TWRY 40320	
TWRY 40238		TWRY 40325	
TWRY 40239		TWRY 40330	
TWRY 40240		TWRY 40338	
TWRY 40241		TWRY 40340	
TWRY 40242		TWRY 40342	
TWRY 40262		TWRY 40345	
TWRY 40270		TWRY 40350	
TWRY 40272		TWRY 40351	
TWRY 40273		TWRY 40352	
TWRY 40278		TWRY 40354	
TWRY 40280		TWRY 40357	
TWRY 40281		TWRY 40359	
TWRY 40282		TWRY 40367	
TWRY 40283		TWRY 40368	
TWRY 40284		TWRY 40370	
TWRY 40285		TWRY 40373	
TWRY 40286		TWRY 40383	
TWRY 40288			